

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>				<b>1. Contract ID Code</b> Cost-Plus-Fixed-Fee		<b>Page 1 Of 6</b>	
<b>2. Amendment/Modification No.</b>  P00001		<b>3. Effective Date</b>  2007JUL05		<b>4. Requisition/Purchase Req No.</b>  SEE SCHEDULE		<b>5. Project No. (If applicable)</b>	
<b>6. Issued By</b> U.S. ARMY TACOM LCMC AMSTA-AQ-ABGD DAVID E. MCCRIGHT (586)574-7625 WARREN, MICHIGAN 48397-5000 HTTP://CONTRACTING.TACOM.ARMY.MIL WEAPON SYSTEM: WPN SYS: 00 EMAIL: DAVID.MCCRIGHT@US.ARMY.MIL		<b>Code</b> W56HZV	<b>7. Administered By (If other than Item 6)</b> DCMA VIRGINIA 10500 BATTLEVIEW PKWY SUITE 200 MANASSAS VA 20109-2342  <b>SCD C PAS NONE ADP PT HQ0338</b>				<b>Code</b> S2404A
<b>8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code)</b>  MTS TECHNOLOGIES INC 2800 SHIRLINGTON ROAD SUITE 1000 ARLINGTON, VA 22206-3614  TYPE BUSINESS: Other Small Business Performing in U.S.				<input type="checkbox"/>		<b>9A. Amendment Of Solicitation No.</b>	
				<input type="checkbox"/>		<b>9B. Dated (See Item 11)</b>	
				<input checked="" type="checkbox"/>		<b>10A. Modification Of Contract/Order No.</b>  W56HZV-06-C-0584	
				<input type="checkbox"/>		<b>10B. Dated (See Item 13)</b>  2006NOV03	
<b>Code</b> 0Z6L7		<b>Facility Code</b>					
<b>11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS</b>							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the amendments: (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. <b>FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER.</b> If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
<b>12. Accounting And Appropriation Data (If required)</b> NO CHANGE TO OBLIGATION DATA							
<b>13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS</b> It Modifies The Contract/Order No. As Described In Item 14.							
KIND MOD CODE: 7							
<input type="checkbox"/> <b>A. This Change Order is Issued Pursuant To:</b> The Contract/Order No. In Item 10A.		The Changes Set Forth In Item 14 Are Made In					
<input checked="" type="checkbox"/> <b>B. The Above Numbered Contract/Order Is Modified To Reflect The Administrative Changes (such as changes in paying office, appropriation data, etc.)</b> Set Forth In Item 14, Pursuant To The Authority of FAR 43.103(b).							
<input type="checkbox"/> <b>C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of:</b>							
<input type="checkbox"/> <b>D. Other (Specify type of modification and authority)</b>							
<b>E. IMPORTANT:</b> Contractor <input checked="" type="checkbox"/> is not, <input type="checkbox"/> is required to sign this document and return _____ copies to the Issuing Office.							
<b>14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)</b>  SEE SECOND PAGE FOR DESCRIPTION							
Contract Expiration Date: 2008NOV05							
Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.							
<b>15A. Name And Title Of Signer (Type or print)</b>				<b>16A. Name And Title Of Contracting Officer (Type or print)</b> MICHAEL L. CIONI MICHAEL.CIONI@US.ARMY.MIL (586)574-7070			
<b>15B. Contractor/Offeror</b>  _____ (Signature of person authorized to sign)		<b>15C. Date Signed</b>		<b>16B. United States Of America</b>  By _____ /SIGNED/ (Signature of Contracting Officer)		<b>16C. Date Signed</b>  2007JUL05	
NSN 7540-01-152-8070 PREVIOUS EDITIONS UNUSABLE				30-105-02		STANDARD FORM 30 (REV. 10-83) Prescribed by GSA FAR (48 CFR) 53.243	

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 2 of 6
	PIIN/SIIN W56HZV-06-C-0584	MOD/AMD P00001	
Name of Offeror or Contractor: MTS TECHNOLOGIES INC			

SECTION A - SUPPLEMENTAL INFORMATION  
SUBJECT: Modification P00001 to Contract W56HZV-06-C-0584, Novel Fleet & Vehicle Cost & Reliability Modeling Tools

PREVIOUS NEGOTIATED AGREEMENT VALUE:	\$729,826.82
NEGOTIATED VALUE THIS ACTION:	\$ -0-
TOTAL NEGOTIATED AGREEMENT VALUE:	\$729,826.82
PREVIOUS OBLIGATED AGREEMENT AMOUNT:	\$431,189.52
OBLIGATED AMOUNT THIS ACTION:	\$ -0-
TOTAL OBLIGATED AGREEMENT AMOUNT:	\$431,189.52

1. This is a Unilateral Modification made under the provisions of, Clauses G-3 and I-55 of the Basic Agreement. There is no cost to either party as a result of this Administrative Modification.

2. The purpose of this Modification P00001 is to:

- (a) revise clause B.3.2 FUNDING SCHEDULE to correct a clerical error in the Incremental Funding amount, FROM: \$297,085.35, TO: \$298,637.30; and,
- (b) revise various clauses of the contract and Exhibit A to update address data and show change of COR FROM: Nancy Truong, TO: Joseph Gotham

3. Modify the agreement as follows:

CLAUSE	DESCRIPTION
B.3.2.	Changed to correct a clerical error in the Incremental Funding amount, FROM: \$297,085.35, TO: \$298,637.30;
F.3.1	Modified to reflect new addresses and Change of Contracting Officer Representative FROM: Nancy Truong, TO: Joseph Gotham
G-2	Modified to reflect new addresses and Change of Contracting Officer Representative FROM: Nancy Truong, TO: Joseph Gotham
Exhibit A	Modified to reflect new addresses and Change of Contracting Officer Representative FROM: Nancy Truong, TO: Joseph Gotham

4. As a result of this Modification P00001, all other terms and conditions of the contract remain unchanged.

\*\*\* END OF NARRATIVE A0001 \*\*\*

<b>CONTINUATION SHEET</b>	<b>Reference No. of Document Being Continued</b> <b>PIIN/SIIN</b> W56HZV-06-C-0584 <b>MOD/AMD</b> P00001	<b>Page</b> 3 <b>of</b> 6
<b>Name of Offeror or Contractor:</b> MTS TECHNOLOGIES INC		

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

B.1 Estimated Cost and Payment

B.1.1 The ESTIMATED COST for performance of the work required under this contract is stated in Section B under CLIN 0001, which shall constitute the estimated cost for the purpose of the Contract Clause hereof entitled LIMITATION OF FUNDS.

B.1.2 The contractor will be paid for the fixed fee stated in Section B under CLIN 0001 for the performance of work under the contract and in accordance with the terms of the Contract Clause entitled FIXED FEE, FAR 52.216-8. The fixed fee together with the reimbursement of cost shall constitute full and complete consideration for the contractor's service in connection with the work required and performed under this contract.

B.1.3 Allowable cost shall be determined, and payment thereof shall be provided, in accordance with the Contract Clause hereof entitled ALLOWABLE COST AND PAYMENT, FAR 52.216-7.

B.2 Payment

The contractor may submit public vouchers monthly for payment under this contract. The fee will be payable at the time of reimbursement of cost at the same rate to such cost as the total fee of this contract bears to the total estimated cost thereof, subject to any withholding pursuant to provisions of this contract.

B.3 Funding

B.3.1 The Government shall provide funds under this contract covering the estimated cost and fee hereof on an incremental basis as provided for in the following funding schedule and pursuant to the Contract Clause entitled LIMITATION OF FUNDS, FAR 52.232-22. It is estimated that the incremental amounts are sufficient for the performance of work in each of cited periods. The Government may, at its discretion, allot such funds on an incremental basis within each fiscal year. The contractor shall so plan and execute the work required by this contract as to expend and/or commit funds compatible with the schedule set forth below. Whenever the contractor has reason to believe that the funds allotted to this contract for any fiscal year are either insufficient or excessive for the performance of work required in that fiscal year, the Government shall be so notified.

B.3.2 Funding Schedule

Performance Period	Amount
Award through Dec. 31, 2007	\$431,189.52
Jan. 01, 2008 through Completion	\$298,637.30*

B.4 Funds Allotted. The amount of funds currently allotted to this contract is \$431,189.52.

\* Changed by Modification P00001

CONTINUATION SHEET	Reference No. of Document Being Continued		Page 4 of 6
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Name of Offeror or Contractor: MTS TECHNOLOGIES INC			

SECTION F - DELIVERIES OR PERFORMANCE

- F.1 Period of Performance
- F.1.1 All effort required under this contract, including delivery of the final technical report, shall be completed within twenty-four (24) months after contract award date.
- F.2 Data Deliverables
- F.2.1 Delivery of data set forth in the contract shall be in accordance with the Contract Data Requirements List, DD Form 1423.
- F.3 Material / Hardware Deliverables (if required)
- F.3.1 All materials / hardware required to be delivered under the contract shall be delivered FOB Destination to the following address:
- Commander  
U.S. Army TARDEC  
ATTN: Mr Joseph O. Gotham, AMSRD-TAR-R\*  
6501 E. 11 Mile Road  
Warren, MI 48397-5000

\* Changed by Modification P00001

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Name of Offeror or Contractor: MTS TECHNOLOGIES INC			

SECTION G - CONTRACT ADMINISTRATION DATA

Status	Regulatory Cite	Title	Date
G-1 CHANGED	52.242-4016	COMMUNICATIONS	MAY/2000

Communications on technical matters pertaining to the contract shall be direct between the contractor and the Technical Representative. Communications for the Technical Representative shall be addressed to:

    Name: Mr. Joseph O. Gotham  
    E-mail: joseph.gothamy@us.army.mil

The Administrative Contracting Officer's (ACO) name and email address are also provided if known at this time:

    ACO: Patsy A. Spring  
    E-mail: Patsy.Spring@dcma.mil

Please see the appointment letters prepared at time of contract award for functions the Technical Representative and ACO will perform on this contract.

[End of Clause]

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	PIIN/SIIN W56HZV-06-C-0584	MOD/AMD P00001	

Name of Offeror or Contractor: MTS TECHNOLOGIES INC

SECTION J - LIST OF ATTACHMENTS

List of Addenda	Title	Date	Number of Pages	Transmitted By
Exhibit A	CONTRACT DATA REQUIREMENTS LIST (CDRL) DD1423			

CONTRACT DATA REQUIREMENT LIST

Form Approval OMB No. 0704-0188

Public reporting burden for this collection of information is estimated to average 440 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to Department of Defense, Washington Headquarters Services, Directorate for Information Operations and Reports, 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302, and to the Office of Management and Budget, Paperwork Reduction Project (0704-0188), Washington, DC 20503. Please DO NOT RETURN your form to either these addresses. Send completed form to the Government Issuing Contracting Officer for the Contract/PR No. listed in Block E.

A. CONTRACT LINE ITEM NO.:  
B. EXHIBIT : A  
C. CATEGORY.....:  
D. SYSTEM/ITEM.....: Research & Development  
E. CONTRACT/PR NO.:W56HZV-06-C-0584  
F. CONTRACTOR.....:MTS Technologies, Inc

1. DATA ITEM NO. ....: A001  
2. TITLE OF DATA ITEM : Contractor's Progress Status and Management Report  
3. SUBTITLE .....:  
4. AUTHORITY .....: DI-MGMT-80227(T) (see 16a. below)  
5. CONTRACT REFERENCE: C.3.6, C.5.1  
6. REQUIRING OFFICE .: AMSRD-TAR-N 9. DIST. STATEMENT REQUIRED: 12. DATE OF FIRST SUB: 60 DAC  
7. DD250 REQ .....: LT 10. FREQUENCY : EVERY 2 MONTHS 13. DATE OF SUBS. SUB:  
8. APP CODE .....: N/A 11. AS OF DATE:

14. DISTRIBUTION ADDRESSEES: SUBMIT REPORTS ELECTRONICALLY TO THE E-MAIL ADDRESSES SHOWN IMMEDIATELY BELOW:

Joseph O.Gothamy, CONTRACTING OFFICERS REPRESENTATIVE, E-MAIL: joseph.gothamy@us.army.mil #  
David E. McCright, CONTRACT SPECIALIST, E-MAIL: david.mccright@US.ARMY..MIL #  
Patsy A.Spring ADMINISTRATIVE Contracting Officer E-mail: Patsy.Spring@dcma.mil  
15. TOTAL:

16. REMARKS:

a. DI-MGMT-80227 is tailored by deleting 10.2, 10.3(j) 10.3(k), and 10.3(l

17. PRICE GROUP: 18. ESTIMATED TOTAL PRICE:

1. DATA ITEM NO. ....: A002  
2. TITLE OF DATA ITEM : Research and Development (R&D) Project Summary  
3. SUBTITLE .....:  
4. AUTHORITY .....: DI-MISC-81612A  
5. CONTRACT REFERENCE: C.5.4  
6. REQUIRING OFFICE .: AMSRD-TAR-N 9. DIST. STATEMENT REQUIRED: 12. DATE OF FIRST SUB:SEE ITEM 16  
7. DD250 REQ .....: DD 10. FREQUENCY : SEE ITEM 16 13. DATE OF SUBS. SUB: SEE ITEM 16  
8. APP CODE .....: A 11. AS OF DATE:

14. DISTRIBUTION ADDRESSEES: SUBMIT REPORTS ELECTRONICALLY TO THE E-MAIL ADDRESSES SHOWN IMMEDIATELY BELOW:

Joseph O.Gothamy, CONTRACTING OFFICERS REPRESENTATIVE, E-MAIL: joseph.gothamy@us.army.mil #

15. TOTAL:

16. REMARKS:

The contractor must submit a publicly releasable SBIR Phase II R&D Project Summary at the end of contract. The summary is an unclassified, non-sensitive, and non-proprietary summation of results that

is intended for public viewing on the Army SBIR / STTR Small Business Portal. It should address the Data Item requirements on a summary basis and must not exceed 700 words.

Since the Department of Defense (DOD) will be publishing the summary, it must not contain any proprietary, classified, or ITAR restricted data. The summary must be submitted electronically and be in HTML format.

The Contractor shall deliver one (1) draft "SBIR Phase II R&D Project Summary" twenty-three (23) months after contract award. The COR shall review the draft report and return it to the Contractor within fifteen (15) days of receipt with comments. The Contractor shall submit one (1) final "SBIR Phase II R&D Project Summary" within fifteen (15) days after receipt of draft comments (24 months after contract award).

17. PRICE GROUP: 18. ESTIMATED TOTAL PRICE:

1. DATA ITEM NO. ....: A003  
2. TITLE OF DATA ITEM : SCIENTIFIC AND TECHNICAL REPORT  
3. SUBTITLE .....: DRAFT/FINAL TECHNICAL REPORT  
  
4. AUTHORITY .....: DI-MISC-80711A(T) (see 16a. below)  
5. CONTRACT REFERENCE: C.3.8, C.5.2  
6. REQUIRING OFFICE .: AMSRD-TAR-R / MS 263 9. DIST. STATEMENT REQUIRED: 12. DATE OF FIRST SUB: SEE ITEM 16  
7. DD250 REQ .....: DD 10. FREQUENCY : SEE ITEM 16 13. DATE OF SUBS. SUB: SEE ITEM 16  
8. APP CODE .....: A 11. AS OF DATE:

14. DISTRIBUTION ADDRESSEES: SUBMIT REPORTS ELECTRONICALLY TO THE E-MAIL ADDRESSES SHOWN IMMEDIATELY BELOW:

ADDRESSEE: DRAFT/FINAL  
Joseph O. Gothamy, CONTRACTING OFFICERS REPRESENTATIVE, E-MAIL: joseph.gothamy@us.army.mil 1/1 #  
David E. McCright, CONTRACT SPECIALIST, E-MAIL: david.mccright@us.army.mil 0/1 #  
Patsy A. Spring ADMINISTRATIVE Contracting Officer E-mail: \\*HYPERLINK "mailto:Patsy.Spring@dcma.mil" Patsy.Spring@dcma.mil  
0/1

15. TOTAL: 1/1

16. REMARKS:

a. DI-MISC-80711A is tailored by deleting 10.2.

b. The Draft of the Final Technical Report shall be delivered 22 months after date of contract award. The draft report shall include a completed Standard Form (SF) 298 (Report Documentation Page) as the report's cover sheet. The Government will review and respond within 30 days of receipt. The contractor shall submit the Final Technical Report (with the completed SF 298) within 30 days after receipt of draft comments/approval.

c. You may download the SF 298 form, from the following internet address:

<http://www.dtic.mil/dtic/forms/sf298template.doc>

Instructions for completing the SF 298 are provided in Attachment 001 to the contract.

Here are some additional instructions for completing the SF 298 form that apply when submitting reports under the SBIR Program:

For each unclassified report, the Contractor shall fill in Block 12a (Distribution/Availability Statement) of the SF 298 with one of the following statements:

(a) Approved for public release; distribution unlimited.

(b) Distribution authorized to U.S. Government Agencies only; contains proprietary information

Note: After reviewing the Contractor's entry in Block 12a, TARDEC has final responsibility for assigning a distribution statement. The contractor shall mark the actual report itself in accordance with the appropriate legends set forth in DFARS 252.227-7018, "RIGHTS IN NONCOMMERCIAL TECHNICAL DATA AND COMPUTER SOFTWARE -- SMALL BUSINESS INNOVATIVE RESEARCH (SBIR) PROGRAM".



Block 13 (Abstract) of the SF 298 must include the first sentence, "Report developed under SBIR contract for topic (insert topic number)." The abstract must identify the purpose of the work and briefly describe the work carried out, the finding or results, and the potential applications of the effort. Since the Department of Defense (DOD) will be publishing the abstract, it must not contain any proprietary or classified data.

Block 14 (Subject Terms) of the SF 298 must include the term "SBIR Report."

17. PRICE GROUP: 18. ESTIMATED TOTAL PRICE:

1. DATA ITEM NO. ....: A004  
2. TITLE OF DATA ITEM : Test Plan  
3. SUBTITLE .....:  
  
4. AUTHORITY .....: DI-FNCL-80912  
5. CONTRACT REFERENCE: C.3.5  
6. REQUIRING OFFICE .: AMSRD-TAR-N 9. DIST. STATEMENT REQUIRED: 12. DATE OF FIRST SUB: 30 DPTT  
7. DD250 REQ .....: LT 10. FREQUENCY : ASREQ 13. DATE OF SUBS. SUB:  
  
8. APP CODE .....: N/A 11. AS OF DATE:

14. DISTRIBUTION ADDRESSEES: SUBMIT REPORTS ELECTRONICALLY TO THE E-MAIL ADDRESSES SHOWN IMMEDIATELY BELOW:  
Joseph O.Gothamy, CONTRACTING OFFICERS REPRESENTATIVE, E-MAIL: joseph.gothamy@us.army.mil #

15. TOTAL:

16. REMARKS: The Test Plan shall be electronically delivered (email or CD) in an editable and printable digital format.

17. PRICE GROUP: 18. ESTIMATED TOTAL PRICE:

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\*\*\*\*\* THE FOLLOWING INSTRUCTION APPLIES TO ALL REPORTS DELIVERABLE UNDER THE CONTRACT \*\*\*\*\*

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Prepare the reports in Contractor format. Submit the reports using any of the following electronic formats:

- (1) Files readable using these Microsoft\* Office XP or Microsoft\* Office 2002 & lower Products: Word, Excel, PowerPoint, or Access. Spreadsheets must be sent in a file format that includes all formulae, macro and format information. Print or scan images of spreadsheets are not acceptable. Please see security note below for caution regarding use of macros.
- (2) Files in Adobe PDF (Portable Document Format). When scanning documents, scanner should be set to 200 dots per inch.
- (3) Files in HTML (Hypertext Markup Language) Format. HTML documents must not contain active links to Internet websites or web pages for reference information. All linked information must be contained within your electronic report, and be accessible offline.
- (4) Other electronic formats. Before preparing your report in any other electronic format, please e-mail the COR, with an e-

mail copy-furnished to amsta-idg@tacom.army.mil, to obtain a decision as to the format's acceptability. This e-mail must be received by the COR not later than ten (10) calendar days before the draft report's due date. All alternate methods must be at no cost to the Government.

(5) Please note that we can no longer accept .zip files due to increasing security concerns.

NOTE. Macros: The virus scanning software used by our e-mail systems cannot always distinguish a macro from a virus. Therefore, sending a macro embedded in an e-mail message or an e-mail attachment may cause the e-mail report to be quarantined.

d. Acceptable media: The Contractor shall submit reports via e-mail. If e-mail is not workable, another acceptable media is a 650 megabyte CD ROM. Identify the software application and version used to create each file submitted.

(1) E-MAIL. Maximum size of each e-mail message shall be three and one-half (3.5) megabytes. Previously "zipped" files were accepted, but due to security concerns these zipped attachments cannot be received through our mail system. You may use multiple e-mail messages if necessary, however, you must annotate the subject lines in this manner: "Message 1 of 3, 2 of 3, 3 of 3."

(2) 650 MEGABYTE CD ROM to be delivered via U.S. Mail or other carrier. The Contractor shall label all submitted disks with the Contract number, the Contractor's name and address, and a contact's phone number. Exterior mailing envelopes containing disks must be addressed to the following address:

Joseph O. Gotham#  
AMSRD-TR-R/MS 157#  
U.S. Army TACOM Life Cycle Management Command (TACOM LCMC)  
6501 East 11 Mile Road  
Warren, MI 48397-5000

NOTE: Please select only one type of electronic media to transmit each report. For instance, do not submit a report via e-mail and CD-ROM.

\* Registered Trademark

# Changed by Modification P00001